

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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04034089

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY
Prefix Serial
DATE RECEIVED

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

Agile Safety Fund (International)

Filing Under (Check box(es) that apply): ☐ Rule S04 ☐ Rule S05 ☒ Rule S06 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☒ New Filing ☐ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)

Agile Safety Fund (International)

Address of Executive Offices (Number and Street, City, State, Zip Code)

Williams House, 20 Reid Street, Hamilton, HM 11, Bermuda

Telephone Number (Including Area Code)

(441) 296-2000

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

4141 Arapahoe Avenue, Suite 207 Boulder, CO 80303

Telephone Number (Including Area Code)

(303) 440-6500

Brief Description of Business

Offshore Fund seeking capital appreciation through investment.

Type of Business Organization

☐ corporation☐ limited partnership, already formed☒ other (please specify):☐ business trust☐ limited partnership, to be formed

Cayman Unit Trust

Actual or Estimated Date of Incorporation or Organization: Month Year ☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

FN

PROCESSED

JUL 02 2004

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.504 and 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Brady, Richard Glen
Full Name (Last name first, if individual)

25758 Brumar Street Chesterfield, MI 43051-1916
Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ☐ Yes ☒ No
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$ 50,000
3. Does the offering permit joint ownership of a single unit? ☒ Yes ☐ No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ 0	\$ 0
Equity	\$ 0	\$ 0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (Specify <u>Cayman Unit Trust Unit</u>)	\$ 100,000,000	\$ 0
Total	\$ 100,000,000	\$ 0

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	0	\$ 0
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)	0	\$ 0

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	N/A	\$ 0
Regulation A	N/A	\$ 0
Rule 504	N/A	\$ 0
Total	N/A	\$ 0

- 4 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ 0
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$ 500
Legal Fees	<input checked="" type="checkbox"/>	\$ 20000
Accounting Fees	<input type="checkbox"/>	\$ 0
Engineering Fees	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ 0
Other Expenses (identify) <u>Blue Sky Filings</u>	<input checked="" type="checkbox"/>	\$ 1000
Total	<input checked="" type="checkbox"/>	\$ 21500

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the “adjusted gross proceeds to the issuer.”

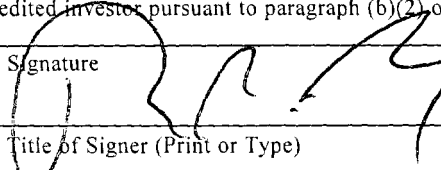
\$99973500

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees <u>(See Exhibit A annexed hereto)</u>	<input checked="" type="checkbox"/> \$	<input type="checkbox"/> \$
Purchase of real estate	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Repayment of indebtedness	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Working capital	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> <u>\$99973500</u>
Other (specify):	<input type="checkbox"/> \$	<input type="checkbox"/> \$
.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Column Totals	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> <u>\$99973500</u>	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) <u>Agile Safety Fund (International)</u>	Signature 	Date <u>6-29-2004</u>
Name of Signer (Print or Type) <u>Michael Patrick Brady</u>	Title of Signer (Print or Type) <u>Agent for Winchester Global Trust Company Limited as Trustee of Agile Safety Fund (International)</u>	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes ☐ No ☐

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)

Agile Safety Fund (International)

Name (Print or Type)

Michael Patrick Brady

Signature

Title (Print or Type)

Agent for Winchester Global Trust Company Limited
as Trustee of Agile Safety Fund (International)

Date

6-29-2004

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	100,000,000	0	0	0	0		X
CO		X	100,000,000	0	0	0	0		X
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR									

Exhibit A

The Agile Safety Fund (International) (the "**Feeder Fund**") is a Class of the Agile Series Trust (the "**Trust**"), a Cayman Islands unit trust established by a Declaration of Trust, dated 27 April, 2004, as amended and supplemented from time to time (the "**Trust Deed**"). The Feeder Fund is designed for certain qualified non-U.S. investors and U.S. tax-exempt investors. Each Class of the Trust is separate and distinct with respect to its assets and liabilities and each is a separate sub trust for all purposes with no voting rights against or responsibility for the liabilities of any other Class. The Feeder Fund intends to invest substantially all of its assets in the Agile Safety Master Fund (the "**Master Fund**"), another class of the Trust.

Agile Group, LLC, a Delaware limited liability company (the "**Investment Advisor**") has been engaged to act as the investment advisor to the Fund. The Investment Advisor is solely responsible for providing investment advisory services to the Fund and for the trading and investment of the Fund's assets. The Investment Advisor is registered with the CFTC as a CPO and is also registered with the SEC as an investment adviser. Pursuant to the Trust Deed, Winchester Global Trust Company Limited, a licensed trust company, acts as the sole trustee (the "**Trustee**") of the Trust and the Fund

The Feeder Fund is offering non-voting units (the "**Units**") in a private placement to qualified non-U.S. investors and U.S. tax exempt investors (each such investor upon admission to the Fund, a "**Unitholder**"). Units may be purchased in the sole discretion of the Investment Advisor, on the first Business Day of each month or at such other times as the Investment Advisor in its sole discretion may determine at the price of US\$1,000 per Unit (each such date, a "**Closing Date**"). The initial Closing Date of the Feeder Fund is expected to occur during the second quarter of 2004 or at such other time as determined by the Investment Advisor in its sole discretion. The minimum initial subscription is \$250,000, which the Investment Advisor may waive or change in its sole discretion, provided that such amount is not less than \$50,000. The Investment Advisor does not expect to waive the minimum subscription except in special circumstances. Additional subscriptions must be in an amount acceptable to the Investment Advisor in its sole discretion.

All Units are nonvoting. The Investment Advisor or an affiliate of the Investment Advisor (the "**Special Unitholder**") owns or controls the voting units of the Feeder Fund and the Master Fund; however, the Special Unitholder has delegated all of its voting rights to Richard Glen Brady through an irrevocable proxy.

Pursuant to an agreement between the Trustee on behalf of the Feeder Fund and the Investment Advisor (the "**Investment Advisory Agreement**"), the Investment Advisor is entitled to receive compensation in the form of a management fee (the "**Management Fee**") payable quarterly, in advance, solely out of the assets of the Feeder Fund. The Management Fee shall be computed based on the aggregate balance of each Unitholder's Capital Account as of the beginning of each fiscal quarter, at an annual rate equal to 1.0%.

The Management Fee and the Performance Fee (as defined below) may be waived by the Investment Advisor in its sole discretion. Currently, the Management Fee and Performance Fee are expected to be waived with respect to subscriptions by certain employees and/or affiliates of the Investment Advisor.

Pursuant to the terms of the Investment Advisory Agreement, the Investment Advisor may elect, prior to any payment period, to defer payment of all or any portion of the Management Fee and/or the Performance Fee earned with respect to that subsequent period.

The Special Unitholder of the Feeder Fund will receive a performance fee (the "**Performance Fee**") on a "high watermark" basis, subject to the Special Unitholder's right to defer receipt of the Performance Fee as described above. Immediately after any allocation of Net Profit and Net Loss to the Unitholders as of the last Business Day of a fiscal quarter, upon any interim full or partial redemption of capital by a Unitholder (in which case the Performance Fee is paid only with respect to the redeemed Units) and upon the liquidation of the Feeder Fund, there will be debited from the Capital Accounts of the Unitholders (other than the Special Unitholder) that are subject to the Performance Fee and paid to the Special Unitholder an amount equal to the Performance Fee, if any, applicable to such Unitholders. The Performance Fee will be

an amount equal to 20% of the amount, if any, by which (i) the Net Profit, if any allocable to a Unitholder's Capital Account since the later of the commencement of the Feeder Fund's operations or the last date as of which a Performance Fee was paid with respect to such Unitholder's Capital Account (after payment of the Management Fee but before the Performance Fee), exceeds (ii) the positive balance, if any, in such Unitholder's Loss Carryforward Account (as described below). As described above, the Performance Fee may be waived or reduced by the Investment Advisor in its sole discretion. For purposes of calculating the Performance Fee for each Unitholder, the Feeder Fund will establish for each Unitholder a memorandum account which will be designated a "Loss Carryforward Account." Each Loss Carryforward Account will have an initial balance of zero and will be adjusted as follows: as of the last day Business Day of a fiscal quarter, upon any interim full or partial redemption of capital by a Unitholder (in which case only with respect to the redeemed Units) and upon the liquidation of the Feeder Fund, the balance of such Unitholder's Loss Carryforward Account will be increased by an amount equal to the Net Loss, if any, allocated to such Unitholder's Capital Account with respect to such period and will be decreased (but not below zero) by an amount equal to the Net Profit, if any, initially allocated to such Unitholder's Capital Account with respect to such period. The Loss Carryforward Account of any Unitholder making a redemption from its Capital Account will be further adjusted as of the Redemption Date (as defined below) by decreasing any positive balance of such Loss Carryforward Account (but not below zero) by an amount determined by multiplying (i) such positive balance by (ii) a fraction, the numerator of which is equal to the amount redeemed and the denominator of which is equal to the balance of such Unitholder's Capital Account immediately before giving effect to such redemption.

The Master Fund generally pays all organization and operating expenses of the Feeder Fund which expenses are, in turn, borne by the Feeder Fund, as unitholder in the Master Fund. Organization expenses, including, but not limited to, legal fees, trustee fees and accounting fees, may, to the extent they are not material, be amortized on a straight-line basis over five years. If the organization expenses have not been amortized, the Feeder Fund may, to the extent they are not material, allocate a portion of such expenses to investors who are admitted after the initial Closing Date. Operating expenses include, but are not limited to, insurance costs; administration fees and expenses; custody fees and expenses; legal; tax and accounting fees and expenses; audit fees; Administrator fees; Trustee fees; consulting and recording fees and expenses; servicing fees; due diligence expenses and all extraordinary expenses, including, without limitation, litigation fees and expenses. The Investment Advisor, pursuant to the Investment Advisory Agreement, is responsible for its expenses, including its general overhead, salaries, employee benefits and travel expenses (other than due diligence expenses) of its employees and certain of its affiliates. The Investment Advisor will however be reimbursed by the Fund for administrative and other expenses it or certain of its affiliates incur on behalf of the Fund.